

**ELECTRONICALLY FILED
ON JUNE 2, 2006**

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[Proposed] Counsel for the
Official Committee of Equity Security Holders
of USA Capital First Trust Deed Fund, LLC

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA**

In re:)	BK-S-06-10725-LBR
USA COMMERCIAL MORTGAGE		Chapter 11
COMPANY		
Debtor.		

In re:)	BK-S-06-10726-LBR
USA CAPITAL REALTY ADVISORS, LLC,		Chapter 11
Debtor.		

In re:)	BK-S-06-10727-LBR
USA CAPITAL DIVERSIFIED TRUST		Chapter 11
DEED FUND, LLC,		
Debtor		

In re:)	BK-S-06-10728-LBR
USA CAPITAL FIRST TRUST DEED FUND,		Chapter 11
LLC,		
Debtor		

In re:)	BK-S-06-10729-LBR
USA SECURITIES, LLC,		Chapter 11
Debtor		

Affects:

- | | | |
|-------------------------------------|------------------------------------|---|
| <input checked="" type="checkbox"/> | All Debtors |) |
| <input type="checkbox"/> | USA Commercial Mortgage Co. | |
| <input type="checkbox"/> | USA Securities, LLC | |
| <input type="checkbox"/> | USA Capital Realty Advisors, LLC | |
| <input type="checkbox"/> | USA Capital Diversified Trust Deed | |
| <input checked="" type="checkbox"/> | USA First Trust Deed Fund, LLC | |

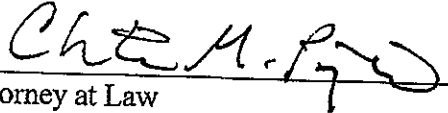
**DESIGNATION OF LOCAL
COUNSEL AND CONSENT
THERE TO (AFFECTS ALL
DEBTORS)**

DESIGNATION OF LOCAL COUNSEL AND CONSENT THERETO

The undersigned, attorney of record for Official Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC, the _____ herein, has submitted to the Court a "Verified Petition for Permission to Practice in this Case Only". Not being admitted to the bar of this Court and not maintaining an office in the District of Nevada for the practice of law, he/she believes it to be in the best interest of the client to designate Candace C. Carlyon, Esq. of the law firm of Shea & Carlyon, Ltd., attorney at law, member of the State Bar of Nevada and previously admitted to practice before the above-entitled Court, as associate local counsel in this action. The address of said designated Nevada Counsel is:

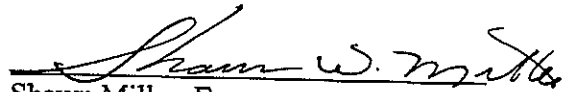
Candace C. Carlyon, Esq., Bar No. 002666
233 South Fourth Street, Second Floor
Las Vegas, NV 89101
(702) 471-7432

By this designation the undersigned attorneys and parties agree that all documents and other papers issued out of this Court in the above-entitled case may be served on the designated local counsel. Further, said local counsel shall be responsible for providing copies of the same to the co-counsel. Further, this designation constitutes agreement and authorization by the undersigned for the designated local counsel to sign stipulations binding on all of us. The time for performing any act under applicable Rule shall run from the date of service upon local counsel.


Attorney at Law
Counsel for Official Committee of Equity Security
Holders of USA Capital First Trust Deed Fund, LLC

CONSENT OF DESIGNATED NEVADA COUNSEL

The undersigned hereby consents to serve as associate Nevada counsel in this case and agrees that she is responsible for being counsel upon whom all documents and other papers issued out of this Court shall be served, and that she is responsible to transmit copies of all documents and other papers so served to the admitted out-of-state counsel of record and to keep such counsel informed as to the status of the case.



Shawn Miller, Esq.
Designated Nevada Counsel

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JUN-02-2006 10:48


Jack Warner
Sturtman Treister & Glatt

435-652-8379
1 310 228 5788 P.04

APPOINTMENT OF DESIGNATED NEVADA COUNSEL

The undersigned parties appoint Shea & Carlyon, Ltd. as their Designated Nevada Counsel in this Case.

DATED this 2 day of JUNE, 2006.


John H. Warner, Jr.
Vice-Chair, Official Committee of Equity
Security Holders of USA Capital First Trust
Deed Fund, LLC

APPROVED:

DATED: _____

PATRICIA GRAY, CLERK

BY: _____